

# STATE OF CALIFORNIA



FILED

MAR - 7 1972

WILLIAM E. ST. JOHN, County Clerk

By W. St. John Deputy

## OFFICE OF THE SECRETARY OF STATE

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I, EDMUND G. BROWN JR., Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the RECORD on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute  
this certificate and affix the Great  
Seal of the State of California this

MAR 1 1972



Edmund G. Brown Jr.  
Secretary of State

646274

ENDORSED  
FILED

in the office of the Secretary of State  
of the State of California

FEB 28 1972

EDMUND G. BROWN Jr., Secretary of State  
By RALPH R. MARTIG  
Deputy

ARTICLES OF INCORPORATION  
OF

ORANGE COUNTY AMATEUR ASTRONOMERS ASSOCIATION

ARTICLE I - Name

The name of this corporation is:

ORANGE COUNTY AMATEUR ASTRONOMERS ASSOCIATION.

ARTICLE II - Purposes

The purposes for which this corporation is formed are:

- A. The specific and primary purposes are
1. To establish, conduct, maintain, promote, spread and diffuse knowledge and appreciation of the science of astronomy by making available to the public and to members of this corporation, astronomical telescopes, observatories, lectures and various educational programs and materials; and
  2. To carry on, conduct further, and publish scientific research in the field of astronomy; and
  3. To construct and staff with personnel, and maintain observatories to assist in the furtherance of the above purposes; and

4. To receive contributions of money, property, materials, services and all other kinds of assets for the furtherance of the purposes for which this corporation is formed.
- B. The general purposes and powers of this corporation are:
1. To directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be deemed in the sole discretion of the Board of Trustees, to be necessary, or useful, or suitable, or desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which this Corporation is organized. Notwithstanding anything herein to the contrary, this corporation shall exercise only such powers as are in furtherance of the exempt purposes of organization as set forth in Section 50(c) of the Internal Revenue Code as it exists on this date, or as it may be hereafter amended from time to time.
  2. To solicit, collect, receive, acquire, hold and invest money and property, both real and personal, including money and property received by gift, contribution, bequest or devise; to sell and convert property,

- both real and personal, into cash; and to use the funds of this corporation and the proceeds, income, rents, issues, and profits derived from any property of this corporation for any of the purposes for which this corporation is formed; and
3. To purchase, acquire, own, hold, sell, assign, transfer, dispose of, mortgage, pledgy, hypothecate or encumber, and to deal in shares, bonds, notes, debentures, or other securities or evidences of indebtedness of any person, firm, corporation, or association and, while the owner or holder of them, to exercise all rights, powers and privileges of ownership; and
  4. To purchase or acquire, own, hold, use, lease (either as lessor or lessee), sell, exchange, assign, convey, dispose of, mortgage, hypothecate, or encumber real and personal property;
  5. To borrow money, incur indebtedness, and to secure repayment by mortgage, pledge, deed of trust, or other hypothecation of property, both real and personal.
  6. To enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit on amount, with any person, firm, association or corporation, municipality, county, parish, state,

territory, government (foreign or domestic),  
or other municipal or governmental subdivision;  
and

7. To do all things necessary, expedient, or appropriate to the accomplishment of any of the objects and purposes for which this corporation is formed.
8. To conduct and carry on its activities in any state or territory of the United States or in any foreign country in conformity with the laws of such state, territory or foreign country.

The foregoing statements of purposes shall be construed as a statement of both purposes and powers. Unless otherwise expressed, the purposes and powers stated in each clause shall be regarded as independent purposes and powers, and not be limited or restricted by reference to, or inference from any other terms or provisions.

In connection with the foregoing powers, this corporation shall have the power to transact any and all business, engage in any and all activities, and do any and all things which are lawful for a non-profit corporation under the laws of California, provided it remains exempt from federal income tax.

Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial

degree, engage in any activities or exercise any powers that in themselves are not in furtherance of the purposes set forth in Paragraph A of Article II.

#### ARTICLE III - Political Activity

This corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, nor shall a substantial part of the activities of this corporation consist of carrying on propoganda or otherwise attempting to influence legislation. No part of its property or net earnings shall be used or distributed, upon dissolution or otherwise, to any organization, individual, corporation, or other person, a substantial part of whose activities shall then be the carrying on of such propaganda or otherwise attempting to influence legislation, or participating or intervening in any political campaign on behalf of any candidate for a public office.

#### ARTICLE IV - Authority

This corporation is organized under the General Nonprofit Corporation Law of the State of California which is organized under Part 1 of Division 2 of Title 1 of the California Corporations Code.

#### ARTICLE V - Office

The principal office of this corporation for the transaction of business is located in Orange County, California.

ARTICLE VI - Trustees

The governing body of this corporation shall be known as the "Board of Trustees". The persons who are to act in the capacity of Directors of this corporation shall be and are designated as Trustees. The Board of Trustees shall consist of seven (7) persons. The Trustees shall be twenty-one (21) years of age or over, and shall be elected by simple majority vote of the members on the second Friday in January of each calendar year, commencing in 1972, or the next succeeding Friday, if such be a legal holiday. Directors must be voting members and shall hold office for such terms and shall be elected in the manner designated in the By-Laws. The names and addresses of the persons who are to act in the capacity of Trustees of this corporation, who shall serve until their successors are elected as provided by these Articles and the By-Laws are:

<u>Name</u>	<u>Address</u>
1. Thomas R. Bailey	1524 South Gilbert Avenue Fullerton, California 92633
2. Robert Goff	856 Avenue A Redondo Beach, California 90277
3. Brian Holdcroft	5822 Hacienda Drive Huntington Beach, California
4. Arthur LeBrun	13872 LaPat Place, #9 Westminster, California

<u>Name</u>	<u>Address</u>
5. John Sanford	20253 Riverside Drive Santa Ana Heights, California 92701
6. Victor Wagner, Jr.	10372 Pua Drive Huntington Beach, California
7. Katie Wagner	" " " " " " " " "

#### ARTICLE VII - Members

This corporation shall have no capital stock and shall be composed of members rather than shareholders. The qualifications required of members of this corporation, the different classes of memberships, if any, and the property, voting and other rights and privileges of members shall be as set forth in these Articles and the By-Laws, but the members of this corporation shall have no liability for assessments unless these articles are amended to so provide.

#### ARTICLE VIII - By-Laws

The By-Laws of this corporation may be initially adopted by the Board of Trustees, and may thereafter be amended or repealed by any means provided in the By-Laws.

#### ARTICLE IX - Dedication of Assets

This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to its members and is organized solely for nonprofit purposes. The property, assets,



profits, and net income of this corporation are irrevocably dedicated to education and/or scientific purposes, and no part of the profits or net income of this corporation shall ever inure to the benefit of any trustee, officer, or member. On the dissolution or winding up of this corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation shall be distributed to a non-profit fund, foundation, or corporation that is organized and operated exclusively for education and/or scientific purposes and that has established its tax-exempt status under Section 501(c)(3) of the United States Internal Revenue Code, and Section 23701d of the California Revenue and Taxation Code, or their successors.

ARTICLE X - Predecessor Unincorporated Association

The name of the unincorporated association that is being incorporated is:

ORANGE COUNTY AMATEUR  
ASTRONOMERS ASSOCIATION

ARTICLE XI - Articles of Incorporation

These Articles of Incorporation shall govern in any conflict between them and the By-Laws.

These Articles of Incorporation may be amended, supplemented

ARTICLE XI - Articles of Incorporation

or modified by resolution of the Board of Trustees and the majority vote of members holding voting power.

John R. Sanford PRESIDENT

Katie Wagner SECRETARY

Certificate of Acknowledgment of Subscribers

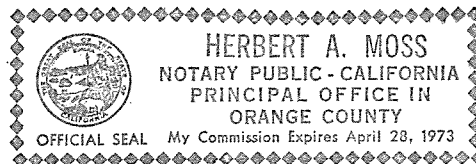
State of California )  
County of Orange ) ss.

On this 22nd day of January, in the year 1972, before me Herbert A. Moss, a Notary Public in and for the County of Orange, and State of California, personally appeared John R. Sanford and KATIE WAGNER and known to me to be the persons whose names are subscribed to the within instrument, and acknowledged that they executed the same.

Herbert A. Moss

Name:

Seal:



Notary Public in and for  
said County and State,

My commission expires

1973

Declaration of Authority of Subscribing Officers

John Sanford and Katie Wagner, the undersigned, each for himself declares that John Sanford is the President and Katie Wagner is the Secretary of the Orange County Amateur Astronomers Association, the unincorporated association mentioned in the foregoing Articles of Incorporation; and that the said association has duly authorized its incorporation and has authorized the undersigned, as officers, to execute these said Articles of Incorporation.

Executed at Santa Ana, on January 22, 1972.

We each declare under penalty of perjury that the foregoing is true and correct.

John R. Sanford President  
Katie Wagner SECRETARY

MINUTES OF A SPECIAL MEETING OF THE  
BOARD OF TRUSTEES OF  
ORANGE COUNTY AMATEUR ASTRONOMERS ASSOCIATION  
A CALIFORNIA CORPORATION

A special meeting of the Board of Directors of the Orange County Amateur Astronomers Association, a California Corporation, was held at 10372 Pua Drive, Huntington Beach, California, on December 27, 1973 at 7:45 p.m., pursuant to the written waiver of notice and consent to the holding of this special meeting, an executed copy of which is attached to these minutes.

Present at the meeting were Victor Wagner, Byron Groves, Jack Angel, Mike Hoffert, Tom Bailey, and Don Schricker, constituting the entire Board of Directors.

Victor Wagner acted as Chairman of the meeting and Jack Angel acted as Secretary.

The Chairman announced that a purpose of the meeting was to consider the amendment of the articles of incorporation.

After discussion, the following resolution was unanimously adopted:

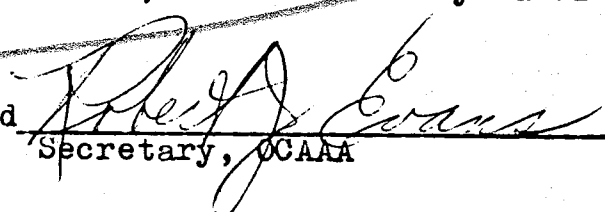
WHEREAS, it is deemed to be in the best interests of this corporation and its members that its articles of incorporation be amended as hereinafter provided:

RESOLVED, that Article I of the articles of incorporation is hereby amended to read in full as follows:

"ARTICLE I - Name

The name of this corporation is:  
Orange County Astronomers"

The motion was duly made; seconded, and unanimously carried.

Signed 

Secretary, OCAAA

WAIVER OF NOTICE OF CONSENT TO HOLDING  
MEETING OF BOARD OF TRUSTEES OF  
ORANGE COUNTY AMATEUR ASTRONOMERS ASSOCIATION

The undersigned, being all of the Directors of the Orange County Amateur Astronomers Association, a California Corporation, hereby waive notice of and consent to the holding of a special meeting of the Board of Directors at 10372 Pua Drive, Huntington Beach, California, on December 27, 1973, at 7:30 p.m., for the purposes of:

1. Amending the articles of incorporation.
2. Transacting such other business as may come before the meeting.

This waiver of notice and consent to the meeting is made in compliance with section 814 of the Corporations Code of the State of California, and the undersigned hereby consent to the waiver being made a part of the records of the meeting, for the purpose of showing that any business transacted at the meeting is as

valid as if the meeting had been regularly called and noticed.  
Dated: December 27, 1973.

Victor P. Wagner  
Michael J. Hoffert  
Thomas R. Bailey  
Bryan S. Jones  
Don Schrickorn  
Jack S. Angel

NOTICE OF MEETING OF MEMBERS  
OF  
ORANGE COUNTY AMATEUR ASTRONOMERS ASSOCIATION

A meeting of the members of the Orange County Amateur Astronomers Association, a California corporation, will be held at the Spurgeon room of the Santa Ana Public Library, 26 Civic Center Plaza, Santa Ana, California on January 11, 1974, at 7:30 p.m., for the purposes of:

1. Amending the articles of incorporation to provide: A change in the name of the corporation from the Orange County Amateur Astronomers Association to the new name: Orange County Astronomers.
2. Transacting such other business as may come before the meeting.

Dated: December 27, 1973

signed

Victor P. Wagner

Title

President

## MEMBERS' RESOLUTION

WHEREAS, at a regular meeting of this corporation duly held on January 11, 1974, the resolution amending Article I of the articles of incorporation to change the name of the corporation from "Orange County Amateur Astronomers Association" to "Orange County Astronomers", was introduced by Chuck LeBrun, second by Tom Bailey, and approved by voice vote of the general membership;

WHEREAS, it was subsequently discovered that a majority of voting members was not present at the January 11, 1974 meeting;

WHEREAS, President Byron Groves then re-introduced the resolution amending Article I to the general meeting of the corporation held on May 10, 1974, the 62 corporated members present, constituting a majority, duly adopted the resolution without one dissenting vote;

WHEREAS, it is deemed by the members of this corporation to be in their best interests and to be in the best interests of the corporation to amend its articles of incorporation in the same manner as adopted by the Board of Trustees;

RESOLVED, that Article I of the articles of incorporation is hereby amended to read in full as follows:

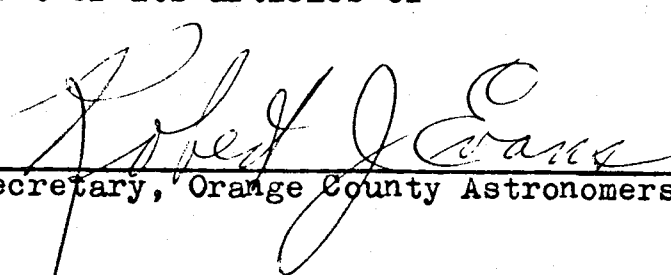
"ARTICLE I - Name

The name of this corporation is:

Orange County Astronomers"

RESOLVED FURTHER, that the members of this corporation hereby adopted and approved this amendment of its articles of incorporation on May 10, 1974.

Signed

  
Secretary, Orange County Astronomers